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LIMITED LIABILITY COMPANY

UNICORP-K&B, L.L.C.

*we need to  
12/29/98  
John Drake*

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

**December 29, 1998**

**STEPHEN R. LOONEY**  
**200 SOUTH ORANGE AVENUE, SUITE 3000**  
**ORLANDO, FL 32801**

**SUBJECT: UNICORP-K&B, I.L.C.**  
**REF: W98000028998**

**We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.**

**Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.**

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**Tammi Cline**  
**Document Specialist**

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**Letter Number: 598A00060702**

**Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314**

**ARTICLES OF ORGANIZATION  
OF  
UNICORP-K&B, L.L.C.**

**THE UNDERSIGNED**, being a Member (or a duly authorized representative of a Member), desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company is UNICORP-K&B, L.L.C. (the "Company").

**ARTICLE II - ADDRESS**

The mailing and street address of the Company's principal office is 5401 South Kirkman Road, Suite 725, Orlando, Florida 32819.

**ARTICLE III - DURATION**

The Company's existence shall commence on the date of filing of these Articles of Organization with the Florida Department of State and shall continue perpetually until terminated in accordance with the Company's Regulations or upon the occurrence of any of the events specified in Section 608.441 of the Florida Statutes, unless continued by the unanimous consent of all the remaining Members.

**ARTICLE IV - MEMBERS**

"Members" means the initial Members of the Company and also means any additional or substitute Members admitted to the Company in accordance with these Articles of Organization and the Regulations of the Company.

This instrument prepared by:  
Stephen R. Looney, FL BAR 0628344  
200 South Orange Avenue  
Suite 3000  
Orlando, FL 32801  
(407) 244-1148

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ARTICLE V - MANAGEMENT

The business of the Company shall be conducted, carried on and managed by not less than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager are as follows:

Name of ManagerAddress

Rashid A. Khatib

5401 South Kirkman Road  
Suite 725  
Orlando, Florida 32819

Such Manager shall serve in such capacity until the first annual meeting of the Members or until his successors are duly elected and qualified.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The admission of additional Members to the Company shall require the approval of the existing Members holding a majority of the interests in the Company.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the Company if all of the remaining Members consent in writing to continue the business of the Company within ninety (90) days of the occurrence of an event which would otherwise cause a dissolution of the Company.

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**ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE**

The initial street address of the registered office of the Company in the State of Florida is 5401 South Kirkman Road, Suite 725, Orlando, Florida 32819. The name of the initial registered agent of the Company at that address is RASHID A. KHATIB.

**ARTICLE IX - PURPOSE**

The purposes for which the Company is being formed are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE X - REGULATIONS**

The Members shall have the power to adopt, alter, amend, or repeal regulations of the Company, containing provisions for the regulation and management of the affairs of the Company.

**ARTICLE XI - AFFIDAVIT**

Attached to these Articles of Organization is the Affidavit required under Section 608.407(2) of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization at Orlando, Florida, this 29th day of December, 1998.

K & B SAND LAKE II, INC., a Florida  
corporation, Member

By:   
Rashid A. Khatib, President

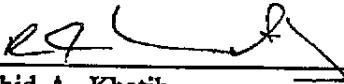
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Having been named as registered agent for the above-mentioned limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

  
\_\_\_\_\_  
Rashid A. Khatib

Date: December 29, 1998

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STATE OF FLORIDA  
COUNTY OF ORANGE

**AFFIDAVIT**

BEFORE ME, the undersigned, personally appeared RASHID A. KHATIB, President of K & B SAND LAKE II, INC., a member of UNICORP-K&B, L.L.C., a Florida limited liability company, hereinafter referred to as the "Company," of Orange County, Florida, who upon being duly sworn, certified as follows:

1. That the Company has at least one (1) member.
2. That the total amount of cash contributed to the Company by the members is Six Hundred Sixty-Seven Dollars (\$667.00), and that contractual rights having an agreed upon value of Three Hundred Thirty-Three Dollars (\$333.00) have been contributed to the Company.
3. That no additional cash or property is anticipated to be contributed to the Company by the members.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

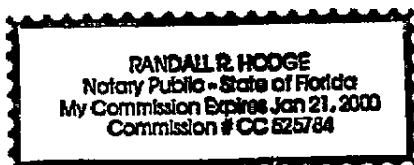
K & B SAND LAKE II, INC.

Date: December 29, 1998

By: RASHID A. KHATIB  
RASHID A. KHATIB, President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29 day of December, 1998, by RASHID A. KHATIB, President of K & B SAND LAKE II, INC., a member of UNICORP-K&B, L.L.C. Said person did take an oath and (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit:



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Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
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